

# Exhibit 3

# Rio Tinto

December 2009  
[www.riotinto.com](http://www.riotinto.com)

## **The way we work**

Our global code of business conduct

## Rio Tinto

Rio Tinto is a world leader in finding, mining and processing the Earth's mineral resources. The Group combines Rio Tinto plc, a public company listed on the London and New York stock exchanges, and Rio Tinto Limited, which is listed on the Australian Securities Exchange. We aim to operate as a seamless organisation that maximises the benefits of standard and shared approaches for every activity.

The Group's objective is to maximise total shareholder return by sustainably finding, developing, mining and processing natural resources. Our strategy is to invest in and operate large, long term, cost competitive mines and businesses, driven not by choice of commodity but rather by the quality of each opportunity.

Major products are aluminium, copper, diamonds, coal, uranium, gold, industrial minerals (borates, titanium dioxide, salt, talc), and iron ore. Our activities span the world but are strongly represented in Australia and North America with significant businesses in South America, Asia, Europe and southern Africa.

Wherever Rio Tinto operates, the health and safety of our employees, a contribution to sustainable development and conducting business with integrity are key priorities. We work closely with host countries and communities, respecting their laws and customs and ensuring a fair share of benefits and opportunities.

Dear colleague

### *The way we work*

Rio Tinto's reputation for acting responsibly plays a critical role in our success as a business and our ability to generate shareholder value.

Our reputation stems from our four core values, which define the essence of who we are and who we will be: Accountability, Respect, Teamwork and Integrity.

These values are expressed through the principles and standards of conduct set out in *The way we work*. They define the way we manage the economic, social and environmental challenges of our operations and are important to fulfilling our commitment to contribute to sustainable development.

Actions speak louder than words. The behaviour of each and every one of us will influence how well we perform and how the world views Rio Tinto. *The way we work* is our conscience. Our conduct will bring about a success that we can all be proud to share – and one that everyone notices.

By working according to our values we will help sustain long term business success by encouraging more effective relationships and stimulating deeper contributions to our local communities.

Please take time to read and understand *The way we work* and use it as a continual reference in your work.



Jan du Plessis  
*Chairman*



Tom Albanese  
*Chief executive*

December 2009

## Contents

<b>About <i>The way we work</i></b>	<b>5</b>	<b>Group assets and information management</b>	<b>23</b>
Corporate responsibility and sustainable development	5	Internal controls and Group records	23
How to use <i>The way we work</i>	6	Employee use of Group property	23
<b>Application of <i>The way we work</i></b>	<b>7</b>	Employee use of electronic resources	24
Who does it apply to?	7	Confidential information	25
Our responsibility	7	Intellectual property	25
Implementation and compliance	8	Data privacy	26
Asking questions and reporting violations	9		
<i>Speak-OUT</i>	10	<b>Government, media and investor relations</b>	<b>27</b>
<b>The workplace</b>	<b>11</b>	Government relations	27
Safety	11	Political involvement	27
Health	11	Communicating with media and investors	28
Employment	12	Transparency	28
Drugs and alcohol impairment	13		
Security and business resilience	13	<b>Appendix</b>	<b>29</b>
		Supported international conventions and voluntary commitments	
<b>Human rights, communities and environment</b>	<b>14</b>		
Human rights	14		
Communities and indigenous peoples	14		
Land access	15		
Environment	16		
<b>Business integrity</b>	<b>18</b>		
Conflicts of interest	18		
Competition/Antitrust issues	19		
Bribery and corruption	19		
Gifts and entertainment	20		
Fair business practices	21		
International business	21		
Insider trading	22		

## About *The way we work*

### Corporate responsibility and sustainable development

*The way we work* is our global code of business conduct. It contains principles and standards of conduct which reaffirm our commitment to corporate responsibility.

More than a decade has passed since the first edition of *The way we work* was released in 1997. Expectations and regulations surrounding corporate responsibilities change and our own business evolves. Consequently, *The way we work* was revised in 2003.

This third edition reflects our continuing strong commitment to undertaking our business with integrity. It requires us to stick to rigorous standards of corporate governance and contribute to sustainable development. In fact, our focus on sustainable development – on economic prosperity, social wellbeing, environmental stewardship and strong governance and integrity systems – provides the framework in which our business operates and runs as a major theme throughout this document. Delivering on our sustainable development commitment means making sustainable development considerations an integral part of our business plans and decision making processes.

*The way we work* does not stand alone. The standards of conduct which it contains are inspired by Rio Tinto's four core values: Accountability, Respect, Teamwork and Integrity. It also brings in key elements of the voluntary commitments to which we subscribe.

Much of the content of *The way we work* is derived from, and supported by, Rio Tinto's extensive framework of policies and standards.

However, *The way we work* does not have sufficient detail to explain every aspect of all Group policies and standards. Furthermore, it does not cover specific product group or business unit policies and procedures which establish additional requirements about our conduct. We therefore must be mindful of our responsibility to be familiar not only with *The way we work*, but all supporting Rio Tinto policies and standards relevant to our particular area of work.

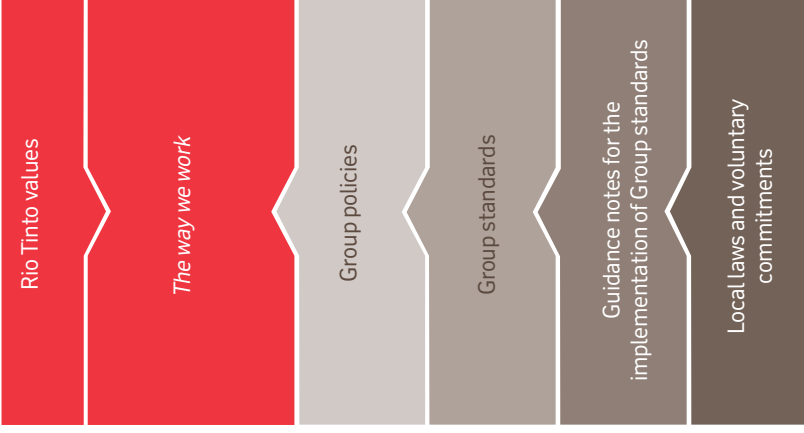
All Group policies and standards are available on the intranet or by requesting a paper copy through Human Resources personnel on site. For those reading an electronic version of this document, relevant supporting policies and standards are referenced by title and via live web links.

Many concepts in *The way we work* are inter-related. We have attempted to cover topics only once – and use training, questions and answers and supporting references to help explain the intent and expectation behind each topic area.

*The way we work* has been adopted by the Rio Tinto board after internal and external consultation. Rio Tinto will continue to address issues as they emerge to ensure *The way we work* remains relevant into the future.

### Supporting references

*Sustainable development policy*



*The way we work* does not stand alone

- How to use *The way we work***
- Know that *The way we work* applies to a broader group of people than just Group employees (see the section "Who does it apply to");
  - Understand your responsibilities listed in the section "Our responsibility";
  - Become familiar with the different topics covered in *The way we work* and how they are relevant to your particular area of work; and
  - Become aware of the available options in the section "Asking questions and reporting violations" so that you are prepared if you have a question to ask or wish to report a violation of *The way we work*.

## Application of *The way we work*

### Who does it apply to?

*The way we work* applies to the directors, officers and employees of Rio Tinto, its subsidiaries and related companies over which it has control.

Through appropriate contractual arrangements and procurement principles, consultants, agents, contractors and suppliers of Rio Tinto are equally expected to comply with *The way we work* in all their dealings with or on behalf of the Group. We should ensure that they are aware of the contents of *The way we work* either by referring them to the version on Rio Tinto's website [www.riotinto.com](http://www.riotinto.com) or providing them with a paper copy in the absence of internet access.

Rio Tinto believes that the principles in *The way we work* are universal. So in our dealings with joint venture partners and non-controlled companies in which we participate, we will make every effort to ensure that the standards of conduct in *The way we work* are respected at all times.

Throughout *The way we work*, the term "company", "Group", "Rio Tinto", or "Rio Tinto Group" refers to Rio Tinto plc and Rio Tinto Limited and any subsidiaries, related companies or other legal entities in which Rio Tinto plc and/or Rio Tinto Limited hold a controlling interest.

### Supporting references

*Leading at Rio Tinto (leadership competencies)*

### Link to questions and answers

### Our responsibility

Each of us has a responsibility to work with integrity when acting on behalf of Rio Tinto.

In every country in which we operate, all Rio Tinto personnel are expected to comply with the law. *The way we work* and Rio Tinto policies and standards. Ignorance of the law is not an acceptable reason for non compliance, so we must all be familiar with the applicable laws that relate to our work.

There are several questions that we should ask ourselves when confronted with a business decision:

- Is it legal?
- Are my actions consistent with *The way we work* and associated Rio Tinto policies and standards?
- Will there be any direct or indirect negative consequences for Rio Tinto?
- What would my family, friends or neighbours think of my actions?
- Would I prefer to keep this secret?
- Would I want my actions reported on the front page of the newspaper?

If you do not feel comfortable with any of the answers, then the best response is not to do it. If you are unsure about what to do, you should refer to the relevant section of *The way we work*, speak with your manager or, if preferred, get in touch with any of the other points of contact indicated in this document.

If you are in doubt about whether to apply *The way we work* or the laws of your local jurisdiction, use the more stringent of the two or contact Rio Tinto Compliance for guidance.

Should you become aware of conduct which is in violation of the law, *The way we work* or Rio Tinto policies and standards, you have a responsibility (subject to local laws) to report it using one of the reporting mechanisms set out in the section "Asking questions and reporting violations".

Violating the law, *The way we work* or Rio Tinto policies and standards may result in disciplinary action, up to and including dismissal. In addition, any consultant, agent, contractor or supplier who fails to respect *The way we work* may see their contract terminated or not renewed.

Those in managerial positions have a special responsibility to lead with integrity by example. They should seek to ensure that employees and contractors under their oversight are aware of and comply with *The way we work*.

### Supporting references

*Leading at Rio Tinto (leadership competencies)*

### Link to questions and answers

### Implementation and compliance

We have an extensive set of standards and management systems in place aimed at ensuring *The way we work* is properly implemented and complied with.

An effective code of conduct, like *The way we work*, is more than a paper or electronic document. It must have a vitality of its own by being known to all employees and living through their actions.

The centrepiece of our compliance programme is the Rio Tinto *Compliance standard*. It provides a framework for compliance with the law, *The way we work* and our policies, standards and voluntary commitments. Our compliance framework requires:

- Corporate commitment and accountability;
- Identification of compliance obligations and risks;
- Management of those risks;
- Proactive prevention (eg training and operating procedures);
- Investigations and follow up;
- Monitoring and reviews; and
- Reporting and record keeping.

### Supporting references

*Compliance standard*

*Risk policy and standard*

*HSEQ management system standard*

### Link to questions and answers

## Application of *The way we work* continued

### Asking questions and reporting violations

There are a range of options available to employees who have questions to ask or who wish to report violations of the law, *The way we work* or related policies and standards.

You can:

- Talk to your manager or supervisor
  - this is often the best person to contact first;
- Use formal internal processes such as Fair Treatment Systems or Formal Grievance processes;
- Speak to Human Resources personnel at your operating site;
- In appropriate circumstances, contact
  - a company lawyer;
  - Corporate Assurance personnel;
  - Rio Tinto Compliance; or
- Use the *Speak-OUT* system (see details opposite).

All information obtained through the above reporting channels will be followed up. No action will be taken against anyone for reporting in good faith a suspected violation of the law or Rio Tinto policies.

In addition, we have created a Question and Answer document aimed at giving examples of potential real life scenarios relating to *The way we work* and answers on how to deal with them.

### Link to questions and answers

For those with an electronic version of this document, live web links will take you to the questions and answers relevant to the different issues and policy areas addressed throughout this document.

### Speak-OUT

Rio Tinto employees have access to *Speak-OUT*, a free telephone line to raise serious issues and inappropriate behaviour to the attention of senior management. Whether it is fraud; discrimination; harassment; violence; legal, policy or regulatory violations; or environmental issues, employees can speak to someone about it.

*Speak-OUT* is available 24 hours a day, 365 days a year, with multiple language support. The calls are answered by trained interviewers. Anyone using this service does not have to give their name. The interviewers then report the call to senior management, the matter is investigated and appropriate action taken. Every month, summaries of the calls are sent to the chief executive and the global head of Compliance.

We won't tolerate any form of recrimination against employees who use *Speak-OUT* in good faith.

Some countries impose limitations on company hotlines and, in those countries, *Speak-OUT* will be managed to comply with local requirements.

Information on *Speak-OUT*, including local contact telephone numbers, is available at each operating site.

### Link to questions and answers



## The workplace

### Safety

We are committed to an incident and injury free workplace. Our goal is zero harm.

Everyone's behaviour contributes to an incident and injury free workplace; full and consistent implementation of Rio Tinto's safety standards, systems and procedures is required wherever we operate.

Rio Tinto is building a sustainable safety culture that requires visible and committed leadership, a high level of participation from employees and contractors, and the development of a learning and an actively caring workplace. Our Health, Safety and Environment (HSE) risk framework requires us to focus on hazard identification, risk analysis and risk management, including identifying low likelihood events that if they happened, could have major consequences.

### Supporting references

*Safety policy*  
*HSEQ management system standard*  
*All corporate safety standards*

### Link to questions and answers

### Health

We are committed to protecting health and wellbeing.

Rio Tinto recognises that healthy and productive employees are essential to our success and we are committed to preventing new cases of occupational illness. We have a target of achieving a significant reduction in new cases year on year through the identification, evaluation and control of workplace exposures and the implementation of health and wellbeing programmes.

We have a set of core health standards addressing our most important health issues, which are implemented through education, training, systems and procedures.

We adopt a strategic approach to managing HIV/AIDS risk and are also active in establishing community health programmes in the areas where we operate.

### Supporting references

*Health policy*  
*Sustainable development policy*  
*HSEQ management system standard*  
*All corporate health standards*

### Link to questions and answers

### Employment

We respect the rights and dignity of employees throughout our own operations and those of our business partners.

Respect is central to a harmonious workplace, where the rights of employees are upheld and where their dignity is affirmed, free of intimidation, discrimination or coercion of any kind.

Therefore, we:

- prohibit discrimination on the basis of race, gender, national origin, religion, age, sexual orientation, politics, or on the basis of any personal characteristic protected by law, yet retain the right of the Group to make exceptions to favour local employment where local laws provide;

- value diversity highly, and welcome employees from a wide range of cultures and races, as well as treating genders equally;

- forbid using inappropriate language in the workplace, including profanity, swearing, vulgarity or verbal abuse;

- do not allow coercion or intimidation in the workplace;

- oppose and do not permit the use of, forced or child labour;

- recognise the right of all employees to choose to belong or not belong to a union and to seek to bargain collectively;

- implement equitable and transparent remuneration systems; and
- work to improve employment skills and competencies by regular performance reviews and undertaking education, training and coaching as appropriate.

Sexual or workplace harassment is not tolerated at Rio Tinto. Sexual harassment may include unwanted sexual advances, sexual jokes, subtle or overt pressure for sexual favours, sexual innuendoes, and offensive propositions. Workplace harassment includes threats, intimidation, bullying, and subjecting individuals to ridicule or exclusion.

### Supporting references

*Human rights policy and guidance*  
*Sustainable development policy*

### Link to questions and answers



## The workplace continued

### Drugs and alcohol impairment

We must not possess or consume illegal drugs, or be impaired by alcohol or drugs, while working on Rio Tinto business or premises.

For the safety, wellbeing and productivity of our employees, it is essential that we make the best decisions. We also need to keep sharp to be competitive in today's business environment. Therefore, we want our judgement to be clear and unimpaired by drugs or alcohol at all times.

### Supporting references

*Health standard – Fitness for work*

### Link to questions and answers

### Security and business resilience

We are committed to protecting our employees, assets and reputation, and ensuring the resilience of our operations when confronted by crises, site disasters or any instance that might affect business continuity.

Good security and resilience in a crisis allows Rio Tinto to operate effectively by ensuring we are able to sustain our ability to create value.

### Supporting references

*Global Security standards and guidance notes*

### Link to questions and answers

## Human rights, communities and environment

### Human rights

We support and respect human rights consistent with the Universal Declaration of Human Rights and actively seek to ensure we are not complicit in human rights abuses committed by others.

We have clear procedures to manage the human rights dimensions of our operations. We promote sound relationships and avoid civil conflict wherever we are. Rio Tinto respects and supports the dignity, wellbeing and rights of Group employees, their families and the communities in which we operate. Where those rights are threatened, we seek to have international standards upheld and avoid situations that could be interpreted as tolerating human rights abuses.

### Supporting references

*Human rights policy and guidance*

### Link to questions and answers

### Communities and indigenous peoples

We set out to build enduring relationships with our neighbours that demonstrate mutual respect, active partnership, and long term commitment.

Wherever we operate, our community relations work is integrated into project and operational planning. We do our best to accommodate the different cultures, lifestyles, preferences, heritage and perceptions of our neighbours.

We respect the diversity of indigenous peoples, acknowledging the unique and important interests that they have in the land, waters and environment as well as their history, culture and traditional ways.

We promote collaborative engagement at international, national, regional, and local levels. We work hard to ensure that communities are consulted, in a format and language they understand, before we open new operations, while we run existing ones and when we close them at the end of their productive lives. We want local communities to actively participate in the economic activity resulting from our operations and we support regional and community based projects that contribute to sustainable development, without creating dependency.

### Supporting references

*Communities policy and standards*  
*Sustainable development policy*

### Link to questions and answers

## Human rights, communities and environment continued

### Land access

We seek to get the widest possible support for our proposals throughout the lifecycle of our activities.

We access and use land, rehabilitate unavoidable impacts and work with local communities and indigenous peoples to help with their needs in the most effective manner we can. In all cases, this involves ongoing consultation with local and indigenous people, public authorities and others affected.

We accept that the response we get may sometimes result in our not exploring land or developing operations, even if legally permitted to do so.

We are thorough in assessing the effects of our activities in advance, particularly in areas of high conservation or heritage value. We aim to work with others to monitor and mitigate our impact. When operations are closed, we restore the land we have disturbed in accordance with leading environmental and local customary practice, as well as relevant laws and regulations.

Claims to land can be based on customary tenure as well as statutory law. Local and national land use policies may also differ.

Our goal is to bridge gaps between legislated and customary arrangements by understanding the issues involved. Where property is directly affected, the consequences will be assessed and appropriate compensation mutually agreed.

### Supporting references

*Closure standard*  
*Communities policy and standards*  
*Sustainable development policy*  
*Environmental policy and standards*

### Link to questions and answers

### Environment

Excellence in environmental performance and product stewardship is essential to our business success.

We meet internationally recognised environmental standards and commitments, including the ISO 14001 Environmental Management System certification.

We have Group wide standards, strategies, targets and systems to manage environmental risks. We identify opportunities to improve environmental management at every stage of exploration, mine development, operation and closure, as well as in evaluating the acquisition and divestment of assets. Wherever possible we prevent, or else minimise, reduce and remedy the disturbance of the environment.

We take a strategic approach to driving improved environmental performance in key areas such as:

- **Managing and protecting biodiversity:** By minimising the impact of our mining activities on biodiversity, we strive to protect the ecosystems on which we depend. We are committed to having a net positive impact on biodiversity. To achieve this, we have a biodiversity strategy developed with the help of key external stakeholders.

- **Sustainable water management:** Access to affordable water is critical to Rio Tinto's operations. Future access depends on our performance and reputation in managing water responsibly and in a sustainable manner.
- **Climate change:** Emissions of greenhouse gases (GHGs) resulting from human activities are contributing to climate change. Minimising human caused changes to the climate is an important international goal. We take a proactive, practical, and transparent approach, including the development of internal targets to achieve GHG emissions reductions from our operations. We also work with customers to reduce emissions associated with our products.
- **Product stewardship:** Our commitment to product stewardship is part of Rio Tinto's contribution to sustainable development. We develop an understanding of the full lifecycle and safe use of our products. We recognise that we share responsibility for our products from resource extraction to product recycling or disposal. This commitment includes understanding the uses of our products and developing appropriate health and environmental data to allow for their safe use in the workplace and by consumers.

## Human rights, communities and environment continued

- **Integrated closure planning:**  
Rio Tinto treats operating site closure as a multi-disciplinary responsibility. Our *Closure standard* is implemented globally at every stage of our business cycle. Closure management plans are developed to ensure sustainable social, environmental and economic outcomes after site operations have ceased.

### Supporting references

*Environment policy*  
*Sustainable development policy*  
*HSEQ management system standard*  
*All corporate environmental standards and strategies*  
*Climate position statement*  
*Closure standard*

### Link to questions and answers

## Business integrity

### Conflicts of interest

We must ensure our personal activities and interests do not conflict with our responsibilities to Rio Tinto. It is important that even the appearance of a conflict of interest be avoided.

A conflict of interest can exist if you have a personal interest in a decision being made where that decision should be made free from bias and in the best interests of Rio Tinto. If you think that you could be in a conflict of interest situation, you should immediately disclose all relevant details to your manager.

Conflicts of interest may involve, among other things:

- outside work or employment;
- an outside business relationship with, or interest in, a supplier, customer or competitor;
- a business relationship on behalf of Rio Tinto with any person who is a relative or a personal friend, or with any company controlled by such a person;
- a position where you have influence or control over the job evaluation or compensation of any person who is a relative or romantic partner;
- personal use or sharing of Rio Tinto confidential information for profit, such as buying or selling, or advising others to buy or sell Rio Tinto property, products or raw materials on the basis of this information; and

- an acceptance of personal benefits, such as something more than a modest gift or entertainment, from a person or organisation dealing, or expecting to deal, with Rio Tinto in any type of business transaction.

Common sense and good judgement must be exercised to avoid any perception of a conflict of interest.

### Supporting references

*Business integrity standard*  
*Rio Tinto procurement principles*

### Link to questions and answers

## Business integrity continued

### Competition/Antitrust issues

Rio Tinto is committed to the principles of free and fair competition.

It is our policy to compete vigorously and effectively while always complying with the applicable competition/antitrust laws and regulations in all countries in which we operate.

In accordance with the requirements of Rio Tinto's *Antitrust standard*, we:

- keep contact with our competitors to a minimum;
- do not disclose, seek from or exchange with competitors any commercially sensitive information such as: price, contract negotiations, capacity, production costs, commercial strategies or plans, bidding intentions, customers and market share;
- do not discuss commercially sensitive information in joint ventures with competitors or potential competitors unless it relates to the specific venture;
- do not discuss commercially sensitive information when participating in trade or industry associations;
- undertake benchmarking exercises between competitors or potential competitors, only with prior approval from a Group lawyer; and

- when selling products to, or purchasing products from, a competitor, only exchange information that is legitimately required to complete the transaction.

If in doubt about the appropriate action to take, speak to a Group lawyer.

### Supporting references

*Antitrust standard*

### Link to questions and answers

### Bribery and corruption

Rio Tinto prohibits bribery and corruption in all forms, whether direct or indirect.

We do not offer, promise, give, demand or accept any undue advantage, whether directly or indirectly, to or from:

- a public official;
- a political candidate, party or party official;
- a community leader or other person in a position of public trust; or
- any private sector employee (including a person who directs or works for a private sector enterprise in any capacity) in order to obtain, retain or direct business or to secure any other improper advantage in the conduct of business.

We must also be aware of the potential for commercial agency arrangements and charitable contributions to be used as a cover for bribery. All agency arrangements and charitable contributions can only be made in accordance with Rio Tinto's *Business integrity* and *Antibribery due diligence standards*.

Certain countries allow what is known as "facilitation payments" as an exception that is permitted under the local law; however, Rio Tinto prohibits making facilitation payments.

If you are in doubt about the legitimacy of a payment that you have been requested to make, including facilitation payments, seek the advice of a Group lawyer.

### Supporting references

*Business integrity standard*

*Antibribery due diligence standards*

### Link to questions and answers

### Gifts and entertainment

Gifts and entertainment given and received as a reward or encouragement for preferential treatment are not allowed.

In certain circumstances, the giving and receiving of modest gifts and entertainment is perfectly acceptable. A business meal, for example, can provide a relaxed way of exchanging information. Nonetheless, depending on their size, frequency, and the circumstances in which they are given, they may constitute bribes, political payments or undue influence.

The key test we must apply is whether gifts or entertainment could be intended, or even be reasonably interpreted, as a reward or encouragement for a favour or preferential treatment. If the answer is yes, they are prohibited under Rio Tinto policy. Exchanges of gifts and entertainment, including the payment of travel expenses, must be in accordance with Rio Tinto's *Business integrity standard*.

### Supporting references

*Business integrity standard*

### Link to questions and answers

## Business integrity continued

### Fair business practices

#### It is our policy to carry out our business fairly and with integrity.

In our dealings with customers, we must be clear, concise and fair. Where comparisons are permitted by law, we must fairly compare our products, services or employees to those of our competitors. We must also ensure our products meet all relevant legal standards for health and safety.

In procurement, Rio Tinto expects to participate in a fair and competitive marketplace. We provide a fair evaluation and selection process to all prospective suppliers.

We require our suppliers to maintain their own policies that support fair competition and integrity, require adherence to applicable laws, standards and regulations, and prohibit giving or receiving bribes, with a process for assuring compliance.

### Supporting references

*Business integrity standard*  
*Rio Tinto procurement principles*

### Link to questions and answers

### International business

We operate on a global basis and are therefore subject to national and local laws, regulations and risks that vary from one country to another. In particular, we must:

- ensure that payments made to agents or distributors are always for services

rendered and are reasonable according to the nature of those services;

- ensure that taxes and duties paid to public officials are legitimate and do not constitute bribery;
- never expand business into a foreign country where Rio Tinto has not previously done business, without assessing risk and discussing it with management and a Group lawyer;
- be aware of dealings with countries that are involved in conflicts or that are subject to international sanctions;
- observe all export regulations that govern the shipment of Rio Tinto's products and services to the importing country, as well as international trade agreements that apply; and
- consult a Group lawyer for specific guidelines to deal with cross border management of Rio Tinto's business (including membership on the boards of directors of companies located in foreign countries).

### Supporting references

*Risk policy and standard*  
*Business integrity standard*  
*Antibribery due diligence standards*

### Link to questions and answers

### Insider trading

When in possession of inside information, we must not trade in securities (eg shares, options, etc), or disclose such information to family, friends or any other person. We must also ensure that when handling such information we do so with the appropriate care.

Rio Tinto has rules that govern directors and employees with access to "inside information", in their dealings in Rio Tinto securities. These rules require those people to seek clearance from the company secretary before dealing to ensure that they do not hold inside information. Clearance is not given during "close periods" immediately preceding the announcement of annual and interim results. Any dealings on behalf of a director or employee insider by family members and other "connected persons" are also governed by the rules.

If you have access to inside information, you must not trade in securities, or disclose such information to others including your family members. You must also take all reasonable steps to ensure that the information remains confidential.

Inside information means information which is not generally available and, if it were generally available, would be likely to:

- have a significant effect on the price of Rio Tinto securities or the securities of other companies; or
- influence persons in deciding whether or not to buy or sell those securities.

Inside information may include, for example, information about: financial results; major acquisitions; joint ventures; significant capital projects; important contracts; takeover bids; production figures; and sales details.

### Supporting references

*Corporate governance policy and standard*  
*Rules for dealing in Rio Tinto securities*

### Link to questions and answers



## Group assets and information management

### Internal controls and Group records

All Group records must give a true and fair view of the state of our business affairs.

We must ensure that all financial

transactions are properly recorded in compliance with Rio Tinto's accounting procedures. Keeping true and accurate records also extends to all non financial Group records from exploration, through operations, to site closure.

We must not intentionally cause Group records to be incorrect in any way, nor create or participate in the creation of any records that are intended to conceal anything improper.

We maintain a sound system of internal control which includes risk analysis and review of our financial, operational and compliance controls. Each year, the leaders of Group businesses complete a detailed questionnaire to confirm that Rio Tinto's internal controls are operating effectively.

We follow appropriate accounting and reporting policies, apply them consistently and use reasonable and careful judgement.

#### Supporting references

*Information management standard*  
*Rio Tinto retention schedule*  
*Information security standards*  
*Corporate governance policy and standards*  
*HSEQ management system standard*  
*Compliance standard*  
*Controllers manual*

**Link to questions and answers**

### Employee use of Group property

Rio Tinto property and financial resources are for the sole use of the Group.

Therefore, we must not:

- obtain, use or divert Rio Tinto property or financial resources for personal use or benefit;
- alter or destroy Rio Tinto property without proper authorisation; or
- remove Rio Tinto property or use Rio Tinto services without prior management approval.

Some activities may have benefits to

Rio Tinto as well as to an individual employee and the distinction between the two may be difficult to establish. So it is important that your manager approve, in advance, any use of property or services that is not solely for the benefit of Rio Tinto.

#### Supporting references

*Controllers manual*

See also *Conflicts of interest* section on page 18

**Link to questions and answers**

### Employee use of electronic resources

Electronic resources provided by Rio Tinto must be used responsibly, appropriately and ethically.

"Electronic resources" include, for example, email, instant messenger, telephone, fax and voice mail, internet and network access, databases, two way radios, and closed circuit television.

We must never engage in inappropriate use of Rio Tinto electronic resources. Some examples of inappropriate use include:

- any use that relates to material which is offensive, sexually explicit, defamatory, discriminatory, abusive, harassing or violent;
- knowingly causing any material (including software) to be used, copied or distributed in breach of confidentiality or copyright obligations;
- online gambling;
- engaging or assisting in unlawful activities;
- engaging in activities for the purposes of private profit;
- engaging in unauthorised not for profit activities;

- deleting or attempting to destroy electronic records which are, or are reasonably likely to be, required in evidence in a legal proceeding or regulatory investigation; and

- intentionally introducing a computer virus.

Incidental personal use of Rio Tinto electronic resources is permitted if it is moderate and does not interfere with work duties. Abuse of this privilege is regarded as misconduct.

Rio Tinto reserves the right to monitor and block the use of the internet, email and other electronic resources at any time to the extent permitted by local legislation. Rio Tinto must retain anything that may constitute a business record (such as electronic documents and email) for as long as necessary, even after the departure of the employee who produced the business record.

An individual's password must be kept secure at all times and must not be shared with other staff members.

#### Supporting references

*Standard for the acceptable use of electronic resources*

**Link to questions and answers**

## Group assets and information management continued

### Confidential information

We must always protect Rio Tinto's confidential information as well as the confidential information entrusted to us by others (eg customers and suppliers).

"Confidential information" includes, for example: technical information about products or processes; vendor lists or purchase prices; cost, pricing, marketing or service strategies; non public financial reports; and information related to asset sales, mergers and acquisitions.

In safeguarding confidential information, we must:

- be careful where and when we discuss Rio Tinto confidential information;
- be careful about where and how we store it;
- not disclose or use any of it for personal profit or advantage; and
- enter into confidentiality agreements with persons outside the Group before discussing what is confidential.

When approached with any offer of, or request for, confidential information, it is important that both parties understand and accept conditions under which the information may be received.

### Supporting references

*Information management standard*  
*Rio Tinto procurement principles*

**Link to questions and answers**

### Intellectual property

Rio Tinto protects its intellectual property and respects the intellectual property rights of others.

Intellectual property includes: patents, copyrights, trademarks and trade secrets. The owners of intellectual property have rights granted to them under the law. Our trademarks and other forms of intellectual property are among the Group's most valuable assets. In order to protect them, we must:

- become familiar with all internal policies and procedures relating to intellectual property and brand use;
- be aware of potential infringement of our intellectual property rights (eg unauthorised use) by employees, customers, suppliers and competitors;
- not allow our customers, suppliers or business partners to use any Rio Tinto name or brand without appropriate approval; and
- ensure that third parties sign a secrecy agreement as necessary to protect our intellectual property.

We must also respect the intellectual property rights of others, such as our suppliers and customers. This is particularly important to remember before we copy or distribute written or electronic materials.

### Supporting references

*Controllers manual*

**Link to questions and answers**

### Data privacy

Rio Tinto regards the lawful and correct treatment of personal data as being of utmost importance.

"Personal data" is all information relating to any identifiable individual. We must protect the personal data of our current and former shareholders, directors, employees, suppliers, customers and any associated family or next of kin information collected for business purposes.

In accordance with the requirements of applicable privacy and data protection laws, personal data is subject to controls to prevent unauthorised or unlawful processing, accidental loss, destruction or damage.

### Supporting references

*Data privacy standard*  
*Information management standard*  
*Information security standards*

**Link to questions and answers**



## Government, media and investor relations

### Government relations

We conduct ourselves according to the highest ethical standards in our dealings with governments.

Government relations include all contacts in the course of business with governments, their agencies and representatives, in national and local jurisdictions around the world. In our interactions with governments, we:

- will cooperate with every legitimate government request for information or cooperation in regulatory investigations while asserting Rio Tinto's basic legal rights, such as representation by counsel;
- must take appropriate steps to protect confidentiality when submitting information to any authority;
- must not retain a government employee to perform services except under written contract with the government specifying the legitimate nature of the services to be provided. In some countries, hiring a government employee for any work is prohibited; and
- limit gifts to, or entertainment of, government representatives so that we neither violate the law nor compromise – or appear to compromise – the individuals involved or Rio Tinto in any way.

Speak to your manager or a Group

lawyer if you have any questions about your interactions with government representatives.

### Supporting references

*Business integrity standard*

See also – *Gifts and entertainment and Political involvement* sections on pages 20 and 27.

### Link to questions and answers

### Political involvement

Rio Tinto does not, directly or indirectly, participate in party politics nor make payments to political parties or individual politicians.

Rio Tinto communicates views to governments and others on matters affecting its business interests and those of shareholders, employees and others involved in our activities. By furthering public dialogue, we contribute to the development of sound legislation and regulation that is relevant and appropriate to our business interests.

Nothing in Rio Tinto's policy seeks to restrict individuals acting in their personal capacity as citizens from participating in the political process.

### Supporting references

*Business integrity standard*

### Link to questions and answers

### Communicating with media and investors

We communicate with the media and investors in an accurate and consistent manner.

Communicating with the media, investors and analysts is the responsibility of Rio Tinto spokespersons. Any approach by such parties must be referred to Media Relations and/or Investor Relations as appropriate.

Rio Tinto spokespersons must demonstrate high standards of integrity and transparency, while refraining from unauthorised or selective disclosure of proprietary or non public information.

We must not present our personal views as being those of Rio Tinto.

### Supporting references

*Corporate governance policy and standards*  
*Continuous disclosure standards*

### Link to questions and answers

### Transparency

We are committed, in principle and in practice, to maximum transparency and consistent with good governance and commercial confidentiality.

Rio Tinto issues information in a timely way on the Group's operational performance and financial condition. We verify its accuracy and avoid selective disclosure. We give required information to relevant agencies in the countries where Group businesses

operate and widely disseminate it where Rio Tinto shares are traded, through the media as well as directly, including on our own websites.

Rio Tinto makes immediate disclosure of any information that could reasonably be expected to have a material effect on its share price so that trading in its securities can take place in an informed market. Employees must report any matter that may have a material effect on the Group's securities to their line manager as soon as they become aware of it.

We voluntarily give detailed reports on the Group and its businesses' sustainable development performance, on an annual basis.

### Supporting references

*Corporate governance policy and standards*  
*Continuous disclosure standards*

### Link to questions and answers

Note on "waivers": It would only be in very rare circumstances that the Group would consider granting a waiver of *The way we work*. Where a waiver is sought for a company director or senior executive officer, such application could only be granted by the board or its Committee on Social and Environmental Accountability and, if granted, would be disclosed to shareholders. Waivers for any other person would be considered by the global head of Compliance and, if granted, would be reported to the Committee.

## Appendix

Some of the international voluntary commitments, agreements and conventions supported by Rio Tinto

- Extractive Industries Transparency Initiative
- Global Sullivan Principles of Social Responsibility
- International Chamber of Commerce Charter for Sustainable Development
- International Council on Mining and Metals Sustainable Development Framework
- International Labour Organisation (ILO) Declaration on Fundamental Principles and Rights at Work
- International Labour Organisation Convention 169: Concerning Indigenous and Tribal Peoples in Independent Countries
- Kimberley Process
- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions
- OECD Guidelines for Multinational Enterprises
- Transparency International – Business Principles for Countering Bribery
- United Nations Global Compact
- United Nations Universal Declaration of Human Rights

- Voluntary Principles on Security and Human Rights
- World Economic Forum – Global Corporate Citizenship Initiative CEO Statement
- World Economic Forum – Partnering Against Corruption Initiative (PACI) Principles for Countering Bribery

This is not intended to be a complete list. Rio Tinto has made other commitments in addition to those listed here and others may be subscribed to from time to time.

**Rio Tinto plc**

2 Eastbourne Terrace  
London W2 6LG  
United Kingdom

T +44 (0)20 7781 2000

**Rio Tinto Limited**

120 Collins Street  
Melbourne, Victoria 3000  
Australia

T +61 (0)3 9283 3333